

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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NATIONAL INDEMNITY COMPANY,

Plaintiff,

-against-

No. 08 Civ. 4067 (RWS)
(ECF Case)

GREENWICH STREET INVESTMENTS II,
L.L.C., GREENWICH STREET CAPITAL
PARTNERS II, L.P., DP HOLDINGS L.L.C.,
DUKES PLACE HOLDINGS L.L.C., DUKES
PLACE HOLDINGS LTD., DUKES PLACE
HOLDINGS, L.P., ENSTAR GROUP LTD.,
and ENSTAR (US) INC.,

**DEFENDANTS' MOTION TO
DISMISS COUNTS I, III AND V OF
THE COMPLAINT PURSUANT TO
RULE 12(b)(6)**

Defendants.

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TO: ALL ATTORNEYS OF RECORD

PLEASE TAKE NOTICE that, on September 17, 2008, at 12:00 p.m. or as soon thereafter as counsel may be heard, defendants Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners II, L.P., DP Holdings L.L.C., Dukes Place Holdings L.L.C., Dukes Place Holdings Ltd., Dukes Place Holdings, L.P., Enstar Group Ltd., and Enstar (US) Inc. (collectively, "Defendants"), by and through their attorneys, Riker, Danzig, Scherer, Hyland & Perretti LLP and Hargraves McConnell & Costigan, P.C., will move before the Honorable Robert W. Sweet, U.S.D.J., United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 18C, New York, New York, for the entry of an order dismissing Counts I, III and V of the Complaint with

prejudice pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure for failure to state a claim upon which relief can be granted, and for such other and further relief as the Court deems equitable and appropriate.

PLEASE TAKE FURTHER NOTICE that, support of this motion, Defendants shall rely upon the Declaration of John R. Vales, Esq., dated July 23, 2008, with exhibits attached thereto, and the memorandum of law filed herewith.

PLEASE TAKE FURTHER NOTICE that a proposed form of Order is submitted herewith.

PLEASE TAKE FURTHER NOTICE that all opposing affidavits and answering memoranda shall be served in accordance with Local Civil Rule 6.1.

PLEASE TAKE FURTHER NOTICE that Defendants respectfully request oral argument unless their motion is uncontested.

Dated: July 23, 2008

Respectfully submitted,

By: s/ John R. Vales
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-- and --

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